

EXHIBIT A

SONUS NETWORKS, INC.>

1 UNITED STATES DISTRICT COURT
2 DISTRICT OF MASSACHUSETTS
3 * * * * *
4 IN RE: *
5 * CA-04-10294-DPW
6 SONUS NETWORKS, INC. * CA-04-10359-DPW
7 *
8 * * * * *

9 BEFORE THE HONORABLE DOUGLAS P. WOODLOCK
10 UNITED STATES DISTRICT COURT JUDGE
11 HEARING
12 DECEMBER 7, 2005

13 APPEARANCES:

14 JOHN C. MARTLAND, ESQ., Gilman and Pastor, LLP,
15 Stonehill Corporate Center, 999 Broadway, Suite
16 500, Saugus, Massachusetts 01906, on behalf of
17 Michelle Burk, plaintiff in derivative case

18 TRAVIS E. DOWNS, III, ESQ., Lerach, Coughlin,
19 Stoia & Robbins, LLP, 401 B. Street, Suite 1700,
20 San Diego, California 92101, on behalf of
21 Global Undervalued Securities Master Fund
22 MICHAEL K. MATTCHEN, ESQ., Dangel & Mattchen, LLP,
23 10 Derne Street, Boston, Massachusetts 02114, on
24 behalf of Michael Pisonoy, plaintiff in derivative
25 action

26 WILLEM F. JONCKHEER, ESQ., Schubert & Reed, LLP,
27 Two Embarcadero Center, Suite 1650, San Francisco,
28 California 94111, on behalf of Michelle Burk,
29 plaintiff in derivative case

30 SOLOMON B. CERA, ESQ., Gold, Bennett, Cera &
31 Sidener, LLP, 595 Market Street, Suite 2300,
32 San Francisco, California 94105-2835, on
33 behalf of Plaintiff Movant and BPI Global
34 Asset Management

DECEMBER 7, 2005>

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1 APPEARANCES (Con'd.):

2 WILLIAM B. FEDERMAN, ESQ., Federman & Sherwood,
3 120 N. Robinson, Suite 2720, Oklahoma City,
4 Oklahoma 73102, on behalf of Daniel Williams,
5 plaintiff in derivative action

6 DARREN J. CHECK, ESQ., Schiffrin & Barroway, LLP,
7 280 King of Prussia Road, Radnor, Pennsylvania
8 19307, on behalf of Plaintiffs

9 MICHAEL T. MATRAIA, ESQ., Berman, DeValerio, Pease,
10 Tabacco, Burt & Pucillo, One Liberty Square, 8th
11 Floor, Boston, Massachusetts 02109, on behalf of
12 James Brower, plaintiff in securities action

13 NANCY GANS, ESQ., Moulton & Gans, PC, 33 Broad
14 Street, Suite 1100, Boston, Massachusetts 02109,
15 on behalf of Richard Curtis, Ronald Kassover,
16 Plaintiffs

17 JEFFREY B. RUDMAN, ESQ, DANIEL W. HALSTON, AND
18 JAMES W. PRENDERGAST, ESQ., Wilmer Cutler
19 Pickering Hale and Dorr, LLP, 60 State Street,
20 Boston, Massachusetts 02109, on behalf of Sonus
21 Networks, Inc.

22 JOHN R. BARANIAK, JR., P.C., Choate, Hall &
23 Stewart, 53 State Street, Boston, Massachusetts
24 02109, on behalf of Hassan Ahmed, Defendant

25 JOHN D. HUGHES, ESQ., Edwards, Angell, Palmer &
Dodge, LLP, 101 Federal Street, Boston,
Massachusetts 02110, on behalf of Defendants Ruben
Gruber, Paul R. Jones, Edward N. Harris and J.
Michael O'Hara

MICHAEL J. MATULE, ESQ., Skadden, Arps, Slate,
Meager & Flom, LLP, One Beacon Street, Boston,
Massachusetts 02109-2194, on behalf of Stephen J.
Nill, Defendant

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Courtroom No. 22 - 7th Floor
1 Courthouse Way
Boston, Massachusetts 02210
2:30 P.M. - 5:45 P.M.

Pamela R. Owens - Official Court Reporter
John Joseph Moakley District Courthouse
1 Courthouse Way - Suite 3200
Boston, Massachusetts 02210

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1 always have been. And in this circuit, if Your Honor
2 please, yes, we were the first. I think the --

3 THE COURT: Hence the name.

4 MR. RUDMAN: Upon my word.

5 THE COURT: Right.

6 MR. RUDMAN: I think if you go back to
7 Serabian, sir, it has always been the case that
8 fraud by hindsight will not support the inference of
9 scienter and that's been true for a very long time and
10 nothing has changed.

11 THE COURT: Let me take this in a somewhat
12 different direction now that you're standing up because
13 it's a question for the defendants. If I read this

14 complaint as demonstrating wrongdoing on the part of Mr.
15 Hemme here, isn't that enough to draw Sonus in?

16 MR. RUDMAN: Yes.

17 THE COURT: He hasn't been pled for whatever
18 reason. He hasn't been pled as a defendant here.

19 MR. RUDMAN: If I may direct your attention to
20 the reply brief, there is no such thing in this circuit
21 or any other circuit as collective scienter.

22 THE COURT: I'm not talking about collective
23 scienter. I guess I'm saying let's assume, for whatever
24 reason -- the way the United States Attorney's Office,
25 for instance, prosecutes co-conspirators by offering

7 (Pages 16 to 19)

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1 demand and their substantial likelihood of liability is
2 that that control issue was briefed by the plaintiffs in
3 both Exhibits E and Exhibits F to the first Newman
4 affidavit, Your Honor. That issue was flagged. It was
5 briefed. They filed the 8K on the Restatement. They
6 filed the SEC investigation. Judge van Gestel grappled
7 with that very issue, Your Honor. This is not just some
8 technical issue. This is an issue that at some level is
9 bounded up in substantive law of Delaware and he
10 considered it. And all we have now, if going to leap
11 past collateral estoppel -- and quite frankly, Your
12 Honor, I think the merits of their argument add nothing.
13 Because what you have is you have some generalized risk
14 factors in 2001, 2002 that they claim somehow put a
15 director on notice. You have now a dismissed securities
16 fraud complaint, Steinberg, that really turned on
17 product carrier class representations with respect to
18 products of the company.

19 THE COURT: Well, but I'm not going to --

20 MR. HALSTON: We've reached that.

21 THE COURT: I'm not going to get to it.

22 MR. HALSTON: I don't think what they've
23 presented to you adds anything to what Judge van Gestel
24 had considered.

25 THE COURT: All right.

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1 MR. JONCKHEER: If I could be heard just
2 briefly, Your Honor?

3 THE COURT: Sure.

4 MR. JONCKHEER: Judge van Gestel did not have
5 anywhere close to the factual record that's before this
6 Court. The order upon which the defendants are relying
7 in this case clearly states that he did not rely on
8 anything other than what was in that complaint.

9 THE COURT: Well, I've been back and forth on
10 this. But I think my focus is going to be simply on
11 this question of whether or not demand futility, when
12 it's been decided by a Judge on dealing with a
13 representative of a group, is binding on the group.
14 That's what I'm going to be deciding. And I don't think
15 that I'm going to get into the specifics of this.

16 Everything that you brought could have been raised in
17 the case before Judge van Gestel.

18 MR. JONCKHEER: Well, there are facts that
19 were not known at that time.

20 THE COURT: No.

21 MR. JONCKHEER: Look --

22 THE COURT: But they were not unknown.

23 MR. JONCKHEER: That's right. They reflect
24 existing conditions. I concede that, Your Honor.

25 Because that's why they can be analyzed here. It's

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1 because they reflected these new facts that have come
2 out. And they're extraordinary, Your Honor.

3 THE COURT: I'm not sure they're
4 extraordinary. They are different. But the short of it
5 is I'm not going to get to that yet until I get to the
6 question of whether or not you can distinguish yourself.

7 MR. JONCKHEER: If I could just make one
8 additional point? And that is that I think the key word
9 here is representative. The state court plaintiff is
10 not a representative. It's an individual shareholder
11 seeking to stand in the company's shoes, not seeking to
12 stand in the shoes of the other shareholders. He
13 doesn't represent some group. No court has --

14 THE COURT: Now, that goes back to the first
15 -- at some point, there is a transformation of that
16 person for res judicata purposes. That's what you
17 agreed with me when I asked the --

18 MR. JONCKHEER: Yes.

19 THE COURT: -- first hypothetical. At some
20 point, he is a representative?

21 MR. JONCKHEER: Yes.

22 THE COURT: And the question is: Is he
23 annointed when he files the lawsuit and has a
24 determination with respect to demand futility?

25 MR. JONCKHEER: And I would represent that the

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1 answer is the latter. After he establishes demand
2 futility, that's what the policy of the law is. Once
3 that's established, he's in there, Your Honor. He's the
4 man. He's the representative enforcing the
5 corporation's claims, only at that point, not before
6 that.

7 THE COURT: All right. I understand the
8 issues. I'm sorry to have kept you all so late, but
9 it's because these are very interesting issues.

10 So, thank you very much. I'll take it under
11 advisement.

12 RECESSED AT 5:45 P.M.

13
14 CERTIFICATE

15 I, PAMELA R. OWENS, Official Court Reporter,
16 U. S. District Court, do hereby certify that the
17 foregoing is a true and correct transcription of the
18 proceedings taken down by me in machine shorthand and
19 transcribed by same.